

CEDRIC C. CHAO (CA SBN 76045)  
WILLIAM L. STERN (CA SBN 96105)  
JAMES M. SCHURZ (CA SBN 145874)  
S. RAJ CHATTERJEE (CA SBN 177019)  
MORRISON & FOERSTER LLP  
425 Market Street  
San Francisco, California 94105-2482  
Telephone: 415.268.7000  
Facsimile: 415.268.7522  
E-mail: cchao@mofo.com  
E-mail: wstern@mofo.com

JAMES R. SOBIERAJ (*Pro Hac Vice*)  
BRINKS HOFER GILSON & LIONE  
455 N. Cityfront Plaza Drive  
Chicago, Illinois 60611  
Telephone: 312.321.4200  
Facsimile: 312.321.4299  
E-mail: jsobieraj@usebrinks.com

Attorneys for Defendant  
QUIXTAR INC.

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

JEFF POKORNY, LARRY BLENN  
and KENNETH BUSIERE on behalf of  
themselves and those similarly situated,

Plaintiffs,

v.

QUIXTAR INC., *et al.*,

Defendants.

Case No. C 07-00201 SC

**DECLARATION OF CEDRIC C.  
CHAO IN SUPPORT OF MOTION  
FOR PRELIMINARY APPROVAL  
OF AMENDED CLASS ACTION  
SETTLEMENT AGREEMENT**

Date: June 10, 2011  
Time: 10:00 a.m.  
Room: 1, 17th Floor  
Judge: Honorable Samuel Conti

1  
2 I, CEDRIC C. CHAO, declare as follows:

3 1. I am a partner at the law firm of Morrison & Foerster LLP, counsel for Defendant  
4 Quixtar Inc. (“Quixtar”). I am licensed to practice law in the state of California. I make this  
5 Declaration in support of the Motion for Preliminary Approval of Amended Class Action  
6 Settlement Agreement. I have personal knowledge of the matters set forth in this Declaration. I  
7 could and would testify competently as to those matters if called to do so.

8 2. On November 12, 2010, the Defendants sent notice of the parties’ initial settlement  
9 agreement in this action (the “CAFA Notice”) to the Attorney General of the United States and  
10 the Attorneys General of the states and territories of the United States, as required by the notice  
11 requirements of the Class Action Fairness Act (28 U.S.C. § 1715).

12 3. Shortly after the Defendants issued their CAFA Notice, plaintiffs and Quixtar were  
13 contacted by representatives from the Office of the Texas Attorney General, who suggested  
14 certain revisions to the proposed consent judgment and requested documents and information  
15 about the proposed settlement. In response, Quixtar, through its counsel, provided information  
16 for the Texas Attorney General’s consideration and engaged in multiple telephone conferences  
17 with representatives from the Texas Attorney General’s Office to discuss the settlement and its  
18 documentation.

19 4. On March 2, 2011, Mike Mohr (Quixtar’s General Counsel), Jon Sherk (a senior  
20 member of Quixtar’s legal department), and I as Quixtar’s lead trial counsel, and two  
21 representatives from the Texas Attorney General’s Office participated in an all-day, face-to-face  
22 meeting in Austin, Texas, to discuss the proposed settlement agreement and the associated  
23 consent judgment.

24 5. Following the March 2 meeting in Austin, there were further negotiations  
25 concerning the settlement agreement and the wording of the consent judgment. During these  
26 negotiations, the Texas Attorney General requested specific changes to the proposed settlement  
27 agreement and the proposed consent judgment.

28 6. I understand that Plaintiffs’ counsel held separate discussions with the Texas  
Attorney General about the settlement and the proposed forms of class notice.

8. As a result of the negotiations with the Texas Attorney General, Quixtar and Plaintiffs agreed to a number of changes to the proposed settlement agreement, the proposed consent judgment, and the proposed forms of class notice.

/s/ Cedric C. Chao  
Cedric C. Chao